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A T T O R N E Y S

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RECORDATION NO. 21402 FILED

MAY 13 '98

12-28 PM

May 13, 1998

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of April 30, 1998. We request that this document be given the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

LaSalle National Leasing Corporation  
502 Washington Avenue  
Towson, MD 21204

Lessee:

Camus Prairie RailNet, Inc.  
2350 Airport Freeway, Suite 230  
Bedford, TX 76022

A description of the equipment covered by the Memorandum of Lease Agreement consists of two B-23-7 locomotives numbered CSP 1 and 2 (formerly numbered LRCX 3995 and 4002, respectively).

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

MAY 13 12 28 PM '98

*Counterparts*

Honorable Vernon A. Williams  
May 13, 1998  
Page 2

A fee of \$ 26.00 is enclosed. Please return the original to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between LaSalle National Leasing Corporation, 502 Washington Avenue, Towson, MD 21204, and Camus Prairie RailNet, Inc., 2350 Airport Freeway, Suite 230, Bedford, TX 76022, covering two B-23-7 locomotives numbered CSP 1 and 2 (formerly numbered LRCX 3995 and 4002, respectively).

Very Truly Yours,



Louis E. Gitomer

Enclosures

MAY 13 '98

12-28 PM

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**MEMORANDUM OF LEASE AGREEMENT**

**dated as of April 30, 1998**

**between**

**CAMAS PRAIRIE RAILNET, INC.**

**as Lessee,**

**and**

**LASALLE NATIONAL LEASING CORPORATION**  
**as Lessor**

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**FILED WITH THE SURFACE TRANSPORTATION BOARD**  
**PURSUANT TO 49 U.S.C. § 11301**  
**on April \_\_, 1998 at \_\_:\_\_.m.**

## MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of April ~~20~~<sup>30</sup>, 1998, by and between LASALLE NATIONAL LEASING CORPORATION ("Lessor"), and CAMAS PRAIRIE RAILNET, INC. ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, the locomotives described on Schedule A attached hereto.

All of such locomotives are more fully described in that certain Equipment Lease Agreement dated as of April ~~30~~<sup>30</sup>, 1998, and Equipment Schedule No. 1 thereto, incorporating the terms thereof and dated as of ~~April~~<sup>May</sup> 13, 1998 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.


2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.


[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

LASALLE NATIONAL LEASING CORPORATION

By:   
Name: CONSTANCE W. LANCASTER  
Title: VICE PRESIDENT

CAMAS PRAIRIE RAILNET, INC.

By:   
Name: Robert F. McKenney  
Title: Chairman & CEO

STATE OF MARYLAND )  
 ) ss.  
COUNTY OF BALTIMORE )

On this 30<sup>th</sup> day of April, 1998, before me appeared Constance W. Lancaster, the person who signed this instrument, who acknowledged that (s)he is the Vice President of LASALLE NATIONAL LEASING CORPORATION and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal] REGINA M. MCMANUS  
NOTARY PUBLIC  
BALTIMORE COUNTY

Regina M. McManus  
Notary Public

My commission expires:

10/29, 2000

STATE OF Texas )  
 ) ss.  
COUNTY OF Tarrant )

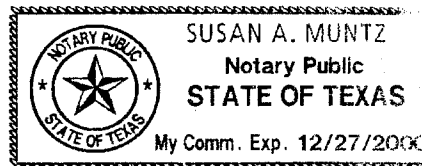
On this 30<sup>th</sup> day of April, 1998 before me appeared Robert F. McKenney, the person who signed this instrument, who acknowledged that he is the Chairman and Chief Executive Officer of CAMAS PRAIRIE RAILNET, INC. and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

[Seal]

Susan A. Muntz  
Notary Public

My commission expires:

12/27/2000, —



**SCHEDULE A TO MEMORANDUM  
OF LEASE AGREEMENT**

**Description**

**Reporting Mark**

# LASALLE NATIONAL LEASING CORPORATION

## SCHEDULE OF EQUIPMENT

Lessee: CAMAS PRAIRIE RAILNET, INC.

Approved By: \_\_\_\_\_  
(Lessee to initial each page)

Attached to Bill of Sale dated \_\_\_\_\_

19 \_\_\_\_\_

and/or

Equipment located at:

325 Mill Road

Street No.

Equipment Schedule No.

1

Lewiston

Nez Perce

ID

83501

City

County

State

Zip

Manufacturer and/or  
Vendor Name & Invoice No.

Description

Livingston Rebuild Credit

1

- Model B23-7 locomotive bearing reporting mark  
CSP1 (formerly known as LRCX 3995)

Invoice No.: 4060

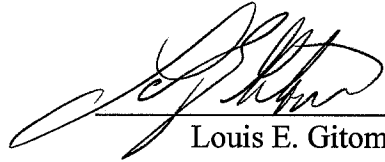
1

- Model B23-7 locomotive bearing reporting mark  
CSP2 (formerly known as LRCX 4002)



## CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Memorandum of Lease Agreement dated as of April 30, 1998, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



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Louis E. Gitomer  
May 13, 1998